

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

Rio Tinto plc,

Plaintiff,

-against-

Vale S.A., Benjamin Steinmetz, BSG  
Resources Limited, VBG–Vale BSGR Limited  
aka BSG Resources (Guinea) Ltd. aka  
BSG Resources Guinée Ltd, BSG Resources  
Guinée SARL aka BSG Resources (Guinea)  
SARL aka VBG-Vale BSGR, Frederic Cilins,  
Mamadie Touré, and Mahmoud Thiam,

Defendants.

14 Civ. 3042 (RMB) (AJP)

**DECLARATION OF MATTHEW M. KARLAN**

Pursuant to 28 U.S.C. § 1746, Matthew M. Karlan declares as follows:


1. I am an associate with the law firm of Cleary Gottlieb Steen & Hamilton LLP, counsel to defendant Vale S.A. in the above-captioned matter. I am duly admitted to practice before this Court.
2. I submit this declaration in support of the Motion of Defendants Vale S.A., Benjamin Steinmetz, BSG Resources Limited, VBG Guinea, VBG-Vale (Guernsey), and Mahmoud Thiam to Stay Discovery (the “Motion”).
3. The parties have met and conferred in good faith regarding the relief sought in the Motion but were not able to reach an agreement.
4. Attached to this declaration as Exhibits A-Z are true and correct copies of the following documents:

<u>Ex.</u>	<u>Document</u>
A	Rio Tinto plc's Rule 26(a)(1) Initial Disclosures, dated June 23, 2014
B	Vale S.A.'s Rule 26(a)(1) Initial Disclosures, dated July 23, 2014
C	Defendants Benjamin Steinmetz's and BSG Resources Limited's Amended Initial Disclosures Pursuant to Fed. R. Civ. P. 26(a)(1), dated September 3, 2014
D	Defendants BSG Resources (Guinea) Ltd. aka BSG Resources Guinée Ltd. aka VBG Guernsey and BSG Resources Guinée SARL aka BSG Resources (Guinea) SARL aka VBG-Vale BSGR Guinea's Rule 26(a)(1) Initial Disclosures, dated July 31, 2014
E	Defendant Mahmoud Thiam's Rule 26(a)(1) Disclosures, dated July 23, 2014
F	Plaintiff's First Set of Document Requests to Vale S.A., dated June 30, 2014
G	Plaintiff's First Set of Interrogatories to Vale S.A., dated June 30, 2014
H	Plaintiff's First Set of Document Requests to BSG Resources Limited, dated June 30, 2014
I	Plaintiff's First Set of Interrogatories to BSG Resources Limited, dated June 30, 2014
J	Plaintiff's First Set of Document Requests to Benjamin Steinmetz, dated June 30, 2014
K	Plaintiff's First Set of Interrogatories to Benjamin Steinmetz, dated June 30, 2014
L	Plaintiff's First Set of Document Requests to Mahmoud Thiam, dated June 30, 2014
M	Plaintiff's First Set of Interrogatories to Mahmoud Thiam, dated June 30, 2014
N	Plaintiff's First Set of Jurisdictional Discovery Requests to BSG Resources Limited, dated August 5, 2014
O	Plaintiff's First Set of Jurisdictional Discovery Requests to Benjamin Steinmetz, dated August 5, 2014

<u>Ex.</u>	<u>Document</u>
P	Defendant Vale S.A.'s Response to Plaintiff's First Request for Production of Documents, dated September 3, 2014
Q	Defendant Vale S.A.'s Responses and Objections to Plaintiff's First Set of Interrogatories
R	Defendant BSG Resources Limited's Responses and Objections to Plaintiff's First Set of Jurisdictional Discovery Requests, dated September 3, 2014
S	Defendant Benjamin Steinmetz's Responses and Objections to Plaintiff's First Set of Jurisdictional Discovery Requests, dated September 3, 2014
T	Defendant Mahmoud Thiam's Responses and Objections to Plaintiff's First Set of Document Requests, dated September 3, 2014
U	Defendant Mahmoud Thiam's Responses and Objections to Plaintiff's First Set of Interrogatories, dated September 3, 2014
V	Defendant Vale S.A.'s First Request for Production of Documents to Plaintiff, dated September 3, 2014
W	Defendant Vale S.A.'s First Set of Interrogatories to Plaintiff, dated September 3, 2014
X	Email from Meghan McCaffrey of Quinn Emanuel Urquhart & Sullivan, LLP to Matthew M. Karlan of Cleary Gottlieb Steen & Hamilton LLP, dated September 30, 2014, and attaching the Excel file VDR Index_19-March-2009.xls
Y	Email from Esti Tambay of Cleary Gottlieb Steen & Hamilton LLP to Eric Lyttle of Quinn Emanuel Urquhart & Sullivan, LLP, dated October 3, 2014
Z	PDF of Excel file VDR Index_19-March-2009.xls

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
October 6, 2014

  
Matthew M. Karlan